

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

In re:)	Case No. 07 B 71375
)	
GLUTH BROS. CONSTRUCTION, INC.,)	Chapter 11
)	
Debtor.)	Honorable Manuel Barbosa
)	
)	Hearing: April 22, 2009, at 10:30 a.m.

NOTICE OF MOTION

To the Debtor, Creditors and all Parties in Interest:

PLEASE TAKE NOTICE that the undersigned filed the *Final Fee Application of Freeborn & Peters LLP as Counsel to the Official Committee of Unsecured Creditors* (the "Application") with the Clerk of the United States Bankruptcy Court for the Northern District of Illinois, Western Division. The Application seeks entry of an order (i) approving compensation for legal fees on a final basis in the amount of \$307,742.57 and reimbursement of expenses in the amount of \$16,488.16 for the period July 2, 2007 through March 18, 2009; and (ii) authorizing payment to Freeborn & Peters LLP of \$163,990.67, representing all unpaid, non-deferred amounts owing to Freeborn & Peters LLP on account of the Application. You can obtain a copy of the Application from the Court's website (www.ilnb.uscourts.gov) or by contacting the undersigned.

Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court for the Northern District of Illinois, Western Division, 211 South Court Street, Rockford, Illinois, prior to the hearing on the Application.

At the same time, you should also serve a copy of the objection upon the following so as to be received prior to the hearing on the Application: Freeborn & Peters LLP, 311 S. Wacker Drive, Suite 3000, Chicago, IL 60606 (Attn: Aaron L. Hammer).

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE APPLICATION WILL BE HELD ON APRIL 22, 2009 AT 10:30 A.M. BEFORE THE HONORABLE MANUEL BARBOSA, UNITED STATES BANKRUPTCY JUDGE, IN THE COURTROOM USUALLY OCCUPIED BY HIM AT 211 SOUTH COURT STREET, ROCKFORD, ILLINOIS, OR BEFORE ANY SUCH JUDGE WHO MAY BE SITTING IN HIS PLACE AND STEAD. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 2, 2009

FREEBORN & PETERS LLP

By: /s/ Aaron L. Hammer
Aaron L. Hammer (No. 6243069)
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GLUTH BROS. CONSTRUCTION, INC.,)	Chapter 11
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Debtor.)	Honorable Manuel Barbosa
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)	Hearing: April 22, 2009, at 10:30 a.m.

**FINAL FEE APPLICATION OF FREEBORN & PETERS LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Freeborn & Peters LLP ("*F&P*"), counsel to the Official Committee of Unsecured Creditors (the "*Committee*") appointed in the above-captioned bankruptcy case, hereby submits the *Final Fee Application of Freeborn & Peters LLP as Counsel to the Official Committee of Unsecured Creditors* (the "*Final Fee Application*"), relating to services rendered and expenses incurred from July 2, 2007 through March 18, 2009 (the "*Final Fee Application Period*") and in support thereof, states as follows:

BACKGROUND

1. On June 5, 2007, the above-captioned debtor (the "*Debtor*") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*") in the United States Bankruptcy Court for the Northern District of Illinois.

2. On July 2, 2007, the Office of the United States Trustee (the "*U.S. Trustee*") appointed the Committee as an official committee to represent the interests of unsecured creditors of the Debtor pursuant to section 1102 of the Bankruptcy Code. The Committee then selected F&P as its counsel. On July 11, 2007, the Court entered an order authorizing the retention of F&P as counsel to the Committee, effective as of July 2, 2007.

JURISDICTION AND VENUE

3. The Court has jurisdiction over this matter pursuant to sections 1334 and 157(a) of title 28 of the United States Code and Internal Operating Procedure 15(a) of the United States District Court for the Northern District of Illinois. This is a core proceeding pursuant to section 157(b)(2) of title 28 of the United States Code. Venue is proper in this district pursuant to sections 1408 and 1409 of title 28 of the United States Code.

4. The statutory predicates for the relief requested herein are sections 330, 331, 503(b), and 507(a)(1) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rule 5082-1 of the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois (the “*Local Rules*”).

RELIEF REQUESTED

5. F&P rendered services on behalf of the Committee from July 2, 2007 through March 18, 2009 (the “*Final Fee Application Period*”). For the Final Fee Application Period, F&P seeks approval of compensation in the amount of \$307,752.57 and reimbursable expenses in the amount of \$16,488.16, for a total of \$324,240.73.

6. On October 31, 2007, F&P filed the *First Interim Fee Application of Freeborn & Peters LLP as Counsel to the Official Committee of Unsecured Creditors* (the “*First Interim Fee Application*”), seeking interim approval and payment of fees and expenses for July 2, 2007 through September 30, 2007 in the amount of \$36,193.20.¹

7. No objections were received to the First Interim Fee Application, and by order dated November 19, 2007 (the “*First Interim Fee Order*”), the Court approved the First Interim Fee Application, and directed the Debtor to pay to F&P \$16,193.20 (representing all unpaid,

¹ F&P’s fees and expenses during the First Interim Fee Application period were as follows: (i) for July 2007, \$17,631.00 in services and \$70.90 in expenses, for a total of \$17,701.90; (ii) for August 2007, \$9,170.00 in services; and (iii) for September 2007, \$9,321.30 in services.

non-deferred amounts owing to F&P as set forth in the First Interim Fee Application, minus a \$20,000 voluntary holdback provided by F&P to the Committee). A true and correct copy of the First Interim Fee Order is attached hereto and incorporated herein as *Exhibit A*.

8. On March 6, 2008, F&P filed the *Second Interim Fee Application of Freeborn & Peters LLP as Counsel to the Official Committee of Unsecured Creditors* (the “*Second Interim Fee Application*”), seeking interim approval and payment of fees and expenses for October 1, 2007 through January 31, 2008 in the amount of \$84,426.08.²

9. No objections were received to the Second Interim Fee Application, and by order dated March 26, 2008 (the “*Second Interim Fee Order*”), the Court approved the Second Interim Fee Application, and directed the Debtor to pay to F&P \$84,426.08, representing all unpaid, non-deferred amounts requested therein. A true and correct copy of the Second Interim Fee Order is attached hereto and incorporated herein as *Exhibit B*.³

10. On September 29, 2008, F&P filed the *Third Interim Fee Application of Freeborn & Peters LLP as Counsel to the Official Committee of Unsecured Creditors* (the “*Third Interim Fee Application*”), seeking interim approval and payment of fees and expenses for February 1, 2008 through August 31, 2008 in the amount of \$59,630.78 (which included a voluntarily reduction in the amount of \$5,100.98).⁴

² F&P’s fees and expenses during the Second Interim Fee Application period were as follows: (i) for October 2007, \$30,121.25 in services and \$1,469.82 in expenses, for a total of \$31,591.07; (ii) for November 2007, \$12,047.25 in services and \$1,183.22 in expenses, for a total of \$13,230.47; (iii) for December 2007, \$11,660.40 in services and \$50.00 in expenses, for a total of \$11,710.40; and (iv) for January 2008, \$27,516.15 in services and \$377.99 in expenses, for a total of \$27,894.14.

³ *Exhibit B* also includes an order dated April 2, 2008, in which the Court fixed a typographical error in the Second Interim Fee Order.

⁴ F&P’s fees and expenses during the Third Interim Fee Application period were as follows: (i) for February 2008, \$7,115.40 in services and \$138.64 in expenses, for a total of \$7,254.04; (ii) for March 2008, \$13,838.40 in services and \$1.20 in expenses, for a total of \$13,839.60; (iii) for April 2008, \$12,570.60 in services and \$152.23 in expenses, for a total of \$12,722.83; (iv) for May 2008, \$7,981.20 in services and \$161.37 in expenses for a total of \$8,142.57; (v) for June 2008, \$7,558.20 in services; (vi) for July 2008, \$6,926.85 in services and \$176.58 in

11. No objections were received to the Third Interim Fee Application, and by order dated October 22, 2008 (the "*Third Interim Fee Order*"), the Court approved the Third Interim Fee Application, and directed the Debtor to pay to F&P \$59,630.78, representing all unpaid, non-deferred amounts requested therein (excluding F&P's voluntary reduction in the amount of \$5,100.98). A true and correct copy of the Third Interim Fee Order is attached hereto and incorporated herein as *Exhibit C*.

12. F&P also rendered services on behalf of the Committee from September 1, 2008 through March 18, 2009 but has not filed an application to approve fees and expenses incurred during that period.

13. For September 1, 2008 through March 18, 2009, F&P seeks approval of compensation in the amount of \$151,357.20 and reimbursable expenses in the amount of \$12,633.47. A detailed schedule of services rendered and expenses incurred (broken down by project category) by F&P during this time period is attached hereto and incorporated herein as *Exhibit D*.

14. To date, F&P has received \$160,250.06 from the Debtor on account of the First Interim Fee Application, the Second Interim Fee Application and the Third Interim Fee Application.

15. By this Final Fee Application, the Committee seeks an order: (1) allowing F&P, on a final basis, \$307,752.57 in compensation and \$16,488.16 in reimbursable expenses for the Final Fee Application Period as chapter 11 administrative expenses of the Debtor's estate pursuant to sections 503(b) and 507(a)(1) of the Bankruptcy Code; and (2) authorizing payment

expenses, for a total of \$7,103.43; and (vii) for August 2008, \$8,038.35 in services and \$72.74 in expenses, for a total of \$8,111.09.

to F&P of \$163,990.67, representing all unpaid, non-deferred amounts owing to F&P on account of the Final Fee Application, as fully set forth below.

DISCUSSION

16. Section 330(a) of the Bankruptcy Code provides, in pertinent part, that:

[T]he court may award . . . reasonable compensation for actual, necessary services rendered by the . . . attorney and by any paraprofessional person . . . and . . . reimbursement for actual, necessary expenses. . . . In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including – (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [the Bankruptcy Code]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

17. The Seventh Circuit Court of Appeals has stated that:

The computation of hourly fees depends on the number of hours “reasonably” expended, the hourly rate of each [professional], the calculation of the time value of money (to account for delay in payment), potential increases and decreases to account for risk and the results obtained, and a complex of other considerations under the heading of “billing judgment.”

Kirchoff v. Flynn, 786 F.2d 320, 325 (7th Cir. 1986). Additionally, other courts of appeal have recognized that:

[I]t is important for the court to maintain a sense of overall proportion and not become enmeshed in meticulous analysis of every detailed facet of the professional representation. It is easy to speculate in retrospect that the work could have been done in less time or with fewer attorneys or with an associate rather than a partner. On the other hand, it is also possible that [the client] would not have enjoyed the success it did had its counsel managed matters differently.

Boston and Main Corp. v. Moore, 776 F.2d 2, 10 (1st Cir. 1985) (citations omitted).

18. In reviewing the Final Fee Application, the Court should be guided by the Seventh Circuit's instruction to ascertain whether such services were rendered and billed in accordance with the established market for legal services in similar matters:

[I]t is not the function of judges in fee litigation to determine the equivalent of the medieval just price. It is to determine what the lawyer would receive if he was selling his services in the market rather than being paid by court order.

In re Continental Illinois Securities Litigation, 962 F.2d 566, 568 (7th Cir. 1992); *see Mann v. McCombs (In re McCombs)*, 751 F.2d 286, 288 (8th Cir. 1984) (section 330 "is meant to encourage high standards of professional legal practice in the bankruptcy courts. . . . Bankruptcy courts must consider whether the fee awards are commensurate with fees for professional services in non-bankruptcy cases, thus providing sufficient economic incentive to practice in bankruptcy courts.").

19. In *Continental Securities*, the Seventh Circuit found error in the lower court's practice of: (a) placing ceilings on the hourly rates of all lawyers; (b) refusing to allow paralegal services to be compensated at market rate; (c) refusing to award a risk multiplier; (d) making large across-the-board cuts in research time; (e) making large across-the-board cuts in conference time; and (f) refusing to allow attorneys to bill computerized legal research services (*e.g.*, LEXIS). *Continental Illinois Securities Litigation*, 962 F.2d at 568-70.

20. In evaluating the Final Fee Application, the Court should consider the novelty and difficulty of the issues presented, the skill required to perform the legal services properly, the preclusion of other employment caused by F&P's retention in this case, the customary fees charged in similar cases, the existence of time limits under which the services were rendered, the

results obtained, the experience and ability of the attorneys involved, and the amount of awards of compensation in similar cases. *See In re Alberto*, 121 B.R. 531, 534 (Bankr. N.D. Ill. 1990).

21. F&P's hourly rates of compensation for those attorneys and para-professionals during the Final Fee Application Period periods range from \$40 to \$620 (however, no professional with an hourly rate in excess of \$475 (as discounted) has performed services herein). Those rates are comparable to rates charged by other practitioners having the same amount of experience, expertise, and standing for similar services in this jurisdiction. F&P consistently and consciously made every reasonable effort to represent the Committee in the most economical, efficient, and practical manner possible.

22. In addition, as an accommodation to the Committee and the Debtor's estate (the "*Estate*"), F&P agreed to defer until the conclusion of the Chapter 11 Case the following fees (collectively, the "*Deferred Fees*"): (i) ten percent (10%) of professional fees incurred in connection with the Debtor's case, effective September 1, 2007, equal to roughly \$40,000 during the Final Fee Application Period; (ii) \$20,000 of professional fees incurred under the First Interim Fee Application; (iii) \$5,100.98 of professional fees with respect to the Third Interim Fee Application; and (iv) fifty percent (50%) of professional fees incurred with respect to travel time to and from the Bankruptcy Court in Rockford, Illinois, equal to roughly \$14,000. ***In total, the Deferred Fees aggregate roughly \$80,000, which F&P is prepared to waive upon full and final approval of the Final Fee Application.***

23. A summary of the compensation requested herein regarding each of F&P's professionals and para-professionals is set forth below:

Timekeeper	Title	Year of Illinois Bar Admission	Hourly Rate⁵	Total Hours	Total Compensation Requested
Allen, Patricia O.	Paralegal	N/A	\$148.50 - \$175.50	15.7	\$2,442.15
Bergmann, Cynthia A.	Partner	1985	\$396.00	0.3	\$118.80
Cain-Lyle, Maurita V.	Paralegal	N/A	\$175.50	119.9	\$21,042.45
Fawkes, Thomas R.	Partner	2002	\$275.00 - \$364.50	137.8	\$44,350.20
Franczyk, Cathleen	Paralegal	N/A	\$162.00 - \$180.00	5.8	\$1,008.00
Girsch, Rebecca M.	Associate	2000	\$234.00	22.6	\$5,288.40
Goldstein, Harley J.	Partner	1998	\$475.00	12.9	\$6,127.50
Gomez, Teresa	Paralegal	N/A	\$165.00	1.2	\$198.00
Gray, James S.	Partner	1969	\$423.00	11.4	\$4,822.20
Hammer, Aaron L.	Partner	1997	\$427.50 - \$475.00	206.5	\$89,974.9
Isenberg, Shira R.	Associate	2003	\$319.50	225	\$70,652.10
Jackiw, Brian	Associate	2008	\$225.00	186.9	\$41,602.50
Jazwiec, Jenny	Paralegal	N/A	\$103.50 - \$105.00	19	\$1,975.80
Lamperis, Eleni S.	Associate	1998	\$283.50	31.6	\$8,958.60
McClintock, Matthew E.	Associate	2003	\$260.00	28.1	\$6,786.00
Morgan, James E.	Partner	2001	\$475.00	21.1	\$8,362.5
Morris, Wendy E.	Associate	2003	\$265.50	39	\$10,354.50
Pieper, Laura C.	Associate	2001	\$265.50	21.9	\$5,277.15
Thomas, Kathryn	Partner	1993	\$217.50 - \$435.00	3.3	\$961.35
Toma, Susan E.	Paralegal	2001	\$165.00	13	\$2,140.05
Tovar-Risley, Jackline	Paralegal	N/A	\$171.00	2.4	\$410.40
TOTAL:				1125.4	\$332,853.55⁶

⁵ The Hourly Rates displayed in the table reflects the fact that the billing rates of certain F&P professionals and para-professionals increased on January 1, 2008 and on January 1, 2009.

⁶ This total does not take into consideration the (i) \$20,000 in deferred professional fees in the First Interim Fee Application, and (ii) \$5,100.98 voluntary reduction in the Third Interim Fee Application. F&P is prepared to waive its right to seek payment of these amounts upon full and final approval of the Final Fee Application.

24. No agreement or understanding exists between F&P and any other person for the sharing of compensation received or to be received in connection with this chapter 11 case, other than as disclosed or authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and the Local Rules.

25. F&P reserves the right to correct, amend, or supplement this Final Fee Application, including, without limitation, to seek payment of the Deferred Fees in the event this Final Fee Application is not approved in full.

SERVICES PERFORMED

26. This Final Fee Application sets forth in detail the work performed by F&P and the time spent during the Final Fee Application Period.

A. General \$78,799.35

27. F&P spent 255.20 hours at a cost of \$78,799.35 on general matters. This category primarily includes time spent reviewing incoming pleadings, correspondence, and notices, preparing for and attending Court hearings on general case matters, corresponding with parties in interest concerning general case matters, and performing necessary administrative tasks typically associated with a committee representation (including performing court filings, maintaining and updating dockets, calendars, and correspondence files, and retrieving necessary documents). This category also includes time spent negotiating a (failed) settlement with the Debtor's principal, Frank Gluth, that would have significantly streamlined the administration of this chapter 11 case and resulted in a more expeditious distribution of funds to creditors. Under this settlement, the Debtor's estate would have taken a mortgage of Frank Gluth's real property and a security interest in his personal property. Ultimately, Frank Gluth withdrew from the settlement

process. Finally, this category includes matters which encompass more than one other discrete category.

B. Schedules and Reports \$2,473.65

28. F&P spent 5.8 hours at a cost of \$2,473.65 on schedules and reports issues. This category primarily includes time spent reviewing and analyzing the monthly operating reports filed by the Debtor in this case.

C. F&P Retention and Fee Applications \$33,311.42

29. F&P spent 140.6 hours at a cost of \$33,311.42, preparing F&P's retention application, interim fee applications, this Final Fee Application, handling details of F&P's engagement by the Committee, and evaluating any and all related issues such as conflict and disclosure issues. In connection with the Third Interim Fee Application, and as an accommodation to the estate, F&P voluntarily reduced its request for compensation on account of this project category in the amount of \$5,100.98. This reduction is reflected in the total amount of professional fees for this project category sought to be approved in this Final Fee Application.⁷

D. Other Professional Retention and Fee Applications \$2,374.80

30. F&P spent 6.9 hours at a cost of \$2,374.80 on other retention and fee application issues. This category primarily includes time spent reviewing fee applications of the Debtor's counsel, Querry & Harrow, Ltd., the Debtor's accountant, Fleming & Co., P.C., and the Debtor's motions to employ an auctioneer and real estate broker.

⁷ Not reflected in this total is the voluntary \$20,000 holdback under the First Interim Fee Application related to this category (and others) that F&P is prepared to waive upon approval of the Final Fee Application in full.

E. Executory Contracts & Unexpired Leases \$213.75

31. F&P spent 0.5 hours at a cost of \$213.75 on executory contracts and unexpired lease issues. This category primarily includes time spent reviewing the Debtor's motion to reject certain executory contracts.

F. Claims Analysis and Operations \$11,727.45

32. F&P spent 46 hours at a cost of \$11,727.45 on claims analysis and operations. This category primarily includes time spent on claims analysis and reviewing and addressing multiple objections filed by the Debtor to claims.

G. Secured Creditors \$41,935.55

33. F&P spent 130.1 hours at a cost of \$41,935.55 on secured creditor issues. This category primarily includes time spent reviewing the Debtor's motion to execute lien waivers, negotiating issues regarding the same with Debtor's counsel and certain of the Debtor's customers, analyzing the collateral position of the Debtor's pre-petition senior lender, American Community Bank & Trust (the "*Bank*"), reviewing the Bank's motion to be dismissed from the Debtor's chapter 11 case, and negotiating with the Bank and the Debtor regarding payments made to the Bank on account of its purported secured claims.

H. Committee Meetings and Governance \$10,891.60

34. F&P spent 28.9 hours at a cost of \$10,891.60 on Committee meetings and governance issues. This category primarily includes time spent preparing for and conducting meetings of the Committee, drafting minutes of Committee meetings, drafting the Committee by-laws, ensuring that the Committee was governed pursuant to applicable requirements, and addressing inquiries of Committee members with respect thereto.

I. Creditor Inquiries, Negotiations, and Settlement \$2,246.60

35. F&P spent 5.5 hours at a cost of \$2,246.60 on issues concerning creditor inquiries, negotiations, and settlement. This category primarily includes time spent responding to inquiries of unsecured creditors concerning their claims against the Debtor's estate, and corresponding with parties in interest concerning unsecured creditor issues.

J. Asset Sales \$7,772.25

36. F&P spent 20.9 hours at a cost of \$7,772.25 on asset sale issues. This category primarily includes time spent reviewing the Debtor's motion to sell assets outside the ordinary course of business, investigating the potential retention of an alternate auctioneer, negotiating the terms of the sale with the Debtor and other parties-in-interest, and entertaining inquiries from creditors and potential purchasers of the Debtor's assets.

K. Avoidance Actions \$384.50

37. F&P spent 0.9 hours at a cost of \$384.50 on avoidance action issues. This category primarily includes time spent investigating potential avoidance actions that may be brought by the Debtor's estate for the benefit of unsecured creditors.

L. Plan & Disclosure Statement \$119,429.10

38. F&P spent 407.1 hours at a cost of \$119,429.10 on plan and disclosure statement issues during the Final Fee Application Period. This category primarily includes time spent (i) drafting a Joint Plan of Reorganization (the "*Initial Plan*") and negotiating the terms of the Initial Plan with Debtor's counsel, which was withdrawn by the Debtor in September 2008, and (ii) then drafting the Committee's own Plan of Liquidation Dated January 27, 2009 (the "*Liquidation Plan*") and related documentation (i.e., disclosure statement, creditor trust agreement, memorandum in support of confirmation of the Liquidation Plan, proposed order confirming the Liquidation Plan). The Liquidation Plan proposed by the Committee was

unanimously accepted by creditors entitled to vote on the Liquidation Plan, and was confirmed by the Court on March 4, 2009 without any objection.

M. Litigation \$1,417.05

39. F&P spent 4.3 hours at a cost of \$1,417.05 on litigation issues. This category primarily includes time spent reviewing the Debtor's motion to approve settlement with a mechanics' lien claimant and time spent reviewing the Debtor's motions and drafting material transactional documents in connection with the Initial Plan.

N. Travel \$14,111.75

40. F&P spent 69.8 hours at a cost of \$14,111.75 on travel. This category primarily includes time spent by F&P attorneys traveling to and from Rockford, Illinois to attend hearings before the Court. Additionally, this category includes time spent traveling to and from Committee meetings. Travel time for F&P attorneys reflects a fifty percent (50%) discount from F&P's standard billing rates.

REASONABLE EXPENSES INCURRED

41. Detailed itemizations of all expenses incurred are incorporated in the detailed itemization of expenses attached hereto. Expenses during the Final Fee Application Period were incurred in the following general categories:

(a) Photocopying: F&P incurred copying and printing charges in the amount of \$9,284.60. The documents copied included the Liquidation Plan and related materials (which were sent to creditors entitled to vote on the plan), as well as correspondence, pleadings, research, briefs, memoranda, and similar materials relating to the chapter 11 case. F&P maintains a record of in-house copies made through a computerized system. This procedure requires an operator to key in a client's code number on a keypad attached to the copier. For

large projects, F&P uses outside copy services for purposes of efficiency and charges amounts actually incurred. No such outside copying service was used in this case.

(b) Outside Teleconferencing: F&P incurred expenses in the amount of \$483.96 in connection with teleconferencing services. These expenses were necessary in order to conduct Committee meetings telephonically and participate in court hearings (through the Tele-Court system) at significant cost savings to the estate compared to requiring the Committee members and their counsel to meet in person, or for counsel to travel to Rockford for court hearings. F&P makes no profit on these expenses.

(c) Transportation: F&P incurred expenses in the amount of \$946.18 in connection with traveling to and from Rockford, Illinois for court appearances. These expenses were necessary in order to participate in court hearings. In extraordinary circumstances, additional expense was incurred when it became necessary to work late on matters directly connected to F&P's general representation of the Committee.

(d) Computer Legal Research: Computerized research services, charges for which amounted to \$1,834.95, allowed F&P to reduce the time expended in researching complex areas of law. The information obtained from such computer assisted research was instrumental in preparing and arguing certain pleadings. The Seventh Circuit Court of Appeals has stated that even the most experienced attorney must conduct (or have conducted for her) research to evaluate changes in the law, address new issues, and refresh her recollection. Failure to do so would be to court sanctions or a malpractice suit. *Continental Illinois Securities Litigation*, 962 F.2d at 570.

(e) Title/UCC Searches: F&P incurred an expense in the amount of \$501.95 in connection with performing title searches and UCC lien searches for various assets of the

Debtor. This expense was necessary in order to effectively represent the Committee's interest with respect to various issues involving security interests and the Debtor's assets.

(f) Postage Expenses: F&P incurred expenses in the amount of \$999.69 in connection with necessary postage expenses. Postal services were necessary to solicit the Liquidation Plan on creditors and provide related notices, as well as to provide pleadings, motions, and other documents to parties in a timely manner, all as required by the Bankruptcy Rules and the Local Rules of this Court. F&P incurred actual out-of-pocket expenses in relation to postal services, which were necessary for the proper representation of the Committee in this bankruptcy case. F&P makes no profit on these expenses.

(g) Other Fees, Other Outside Services, Miscellaneous Expenses, and Meal and Conference Expenses: F&P incurred expenses in the amount of \$1,409.51 in connection with necessary fees in other categories. Such categories included wire fees for funds transfers, outside document filing, messenger service fees, court docket fees, and retrieval services, and miscellaneous meals and costs.

42. All expenses incurred by F&P in connection with its representation of the Committee were ordinary and necessary expenses. All expenses billed to the Committee were billed in the same manner as F&P bills non-bankruptcy clients.

43. F&P does not bill its clients or seek compensation in this Final Fee Application for certain overhead expenses, such as local and long-distance telephone calls, secretarial services, and facsimile transmissions. Instead, such expenses are factored into F&P's hourly rates. F&P has not included certain other charges described herein in its overhead because it has determined that it is fairer to its smaller clients who use proportionately less of these services to have these expenses billed separately.

BENEFIT TO THE ESTATE

44. F&P's efforts have benefited unsecured creditors. Throughout the Debtor's case, F&P was active on all matters in its representation of the Committee and filed the appropriate pleadings to ensure that the rights of unsecured creditors are protected in accordance with the Bankruptcy Code. More importantly, after months of negotiations with the Debtor, Frank Gluth and the U.S. Trustee, F&P drafted and filed the Liquidation Plan that was ultimately confirmed by the Bankruptcy Court. The Liquidation Plan provides for the orderly liquidation of the Debtor's remaining assets and the prosecution of significant causes of action against third parties. As the Debtor's remaining assets are liquidated and collected, a creditor trustee will make distributions to creditors on a pro rata basis after establishing appropriate reserves. The Liquidation Plan was unanimously accepted by creditors entitled to vote on the Liquidation Plan and increases the opportunity for creditors to receive a meaningful return on their claims. This result may not have been the case if the chapter 11 case was converted to a chapter 7 liquidation, which appeared the likely result had the Committee's Liquidation Plan not been confirmed within the time frame agreed to among the parties.

BILLING DISCRETION

45. As set forth above, as an accommodation to the Committee and the Estate, F&P agreed to defer the following Deferred Fees until the conclusion of the chapter 11 case: (i) ten percent (10%) of professional fees incurred in connection with the Debtor's case, effective September 1, 2007, equal to roughly \$40,000 during the Final Fee Application Period; (ii) \$20,000 of professional fees incurred under the First Interim Fee Application; (iii) \$5,100.98 of professional fees with respect to the Third Interim Fee Application; and (iv) fifty percent (50%) of professional fees incurred with respect to travel time to and from the Bankruptcy Court in Rockford, Illinois, equal to roughly \$14,000. *In total, the Deferred Fees aggregate roughly*

\$80,000, which F&P is prepared to waive upon full and final approval of the Final Fee Application. In addition, and not reflected in the amount of fees and expenses sought pursuant to this Final Fee Application, F&P did not bill for a substantial portion of its time: (a) engaging in internal strategy conferences; and (b) discussing the cases and related issues with creditors and their professionals or advisors.

COMMITTEE REVIEW

46. The Committee members have reviewed this Final Fee Application and have approved of all the professional fees and expenses sought herein.

NOTICE

47. Pursuant to Bankruptcy Rule 2002(a)(6), twenty days' notice of this Final Fee Application has been provided to: (a) the Debtor and its counsel; (b) the Office of the United States Trustee; (c) all parties who have filed a request to receive notice pursuant to Bankruptcy Rule 2002; and (d) all creditors and parties-in-interest listed on the Debtor's creditor matrix.

WHEREFORE, F&P respectfully requests that the Court enter an order:

(a) allowing F&P, on a final basis, \$307,752.57 in compensation for the Final Fee Application Period as chapter 11 administrative expenses of the Debtor's estate pursuant to sections 503(b) and 507(a)(1) of the Bankruptcy Code;

(b) allowing F&P, on a final basis, \$16,488.16 in reimbursable expenses for the Final Fee Application Period as chapter 11 administrative expenses of the Debtor's estate pursuant to sections 503(b) and 507(a)(1) of the Bankruptcy Code;

(c) authorizing payment to F&P of \$163,990.67, representing all unpaid, non-deferred amounts (i.e., the Deferred Fees) owing to F&P on account of the Final Fee Application; and

(d) granting such other and further relief as the Court deems just and proper.

Dated: April 2, 2009

FREEBORN & PETERS LLP

By: /s/ Aaron L. Hammer
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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

In re:)	Case No. 07 B 71375
)	
GLUTH BROS. CONSTRUCTION, INC.,)	Chapter 11
)	
Debtor.)	Honorable Manuel Barbosa
)	
)	Hearing: April 22, 2009, at 10:30 a.m.
)	

CERTIFICATE OF SERVICE

I, Aaron L. Hammer, hereby certify that on Thursday, April 2, 2009, I caused a true and correct copy of the foregoing *Notice of Motion, Coversheet and Final Fee Application of Freeborn & Peters LLP as Counsel to the Official Committee of Unsecured Creditors* to be filed electronically with the Court and be served upon the ECF Notice Parties by electronic mail, and the *Notice of Motion of the Final Fee Application of Freeborn & Peters LLP as Counsel to the Official Committee of Unsecured Creditors* be served upon the Manual Service list via U.S. Mail postage pre-paid.

/s/ Aaron L. Hammer

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Label Matrix for local noticing
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Northern District of Illinois
Rockford
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AURORA, IL 60568-0001

NICOR GAS CLAIMS DEPT
PO BOX 585
AURORA, IL 60507-0585

NRA INSTITUTE
P.O.BOX 1730
WASHINGTON, D.C 20077-0001

Nextel
Sprint
PO Box 541023
Los Angeles, CA 90054-1023

OLD REPUBLIC SURETY GROUP
PO BOX 1635
MILWAUKEE, WI 53201-1635

OPTIONS 4 HEALTH
1110 E.GRANT HIGHWAY
MARENGO, IL 60152-3410

Official Comm of Unsecured Creditors
% Thomas R Fawkes
311 So Wacker Dr Ste 3000
Chicago, IL 60606-6683

Old Republic Surety Co.
53 W. Jackson Blvd, Suite 1215
Chicago, IL 60604-3785

Operating Engineers Local 150 Apprenticeship
c/o Jennifer Dunitz-Geiringer
Baum Sigman Auerbach & Neuman, Ltd.
200 W. Adams St., Suite 2200
Chicago, IL 60606-5231

Operating Engineers Local 150 Apprenticeship
c/o Jennifer L. Dunitz-Geiringer
Baum Sigman Auerbach & Neuman, Ltd.
200 W. Adams Street, Suite 2200
Chicago, IL 60606-5231

P.O. KNUTH'S, INC.
110 S. JOHNSON
WOODSTOCK SQUARE MALL
WOODSTOCK, IL 60098-3259

PARTNERS IN MAINTENANCE
PO BOX 874
FREEPORT, IL 61032-0874

PATTEN TRACTOR & EQUIPMENT
635 WEST LAKE ST
ELMHURST, IL 60126-1409

PERFORMANCE DIESEL INC.
P.O. BOX 490
WOODSTOCK, IL 60098-0490

PERMIT OFFICE LAKE COUNTY DIVISION
OF TRANSPORTATION
600 W WINCHESTER RD
LIBERTYVILLE, IL 60048-1329

PETROLIANCE LLC
739 N STATE ST.
ELGIN, IL 60123-2144

PHIL'S EQUIPMENT & REPAIR
P.O.BOX 173
GILBERTS, IL 60136-0173

POMP'S TIRE SERVICE, INC.
P.O.BOX 1630
GREEN BAY, WI 54305-1630

PRAIRIE MATERIAL
7601 WEST 79TH ST
BRIDGEVIEW, IL 60455-1115

PREMIER DIAMOND
3998 FAU BLVD ST E 104 BLD
BOCA RATON, FL 33431-6429

Powers Auction and Equipment Sales
1017 Trakk Lane
Woodstock, IL 60098-9488

QUILL CORPORATION
P.O. BOX 94081
PALATINE, IL 60094-4081

R & J CONSTRUCTION SUPPLY
11902 NORTH ST
HUNTLEY, IL 60142-9603

R H DONNELLY
8519 INNOVATION WAY
CHICAGO, IL 60682-0085

R.A. ADAMS ENTERPRISES, INC.
260 W RT 120
MCHENRY, IL 60051

RAYCRAFT-PITEL SEPTIC INC.
PO BOX 193
RINGWOOD, IL 60072-0193

REICHERT CHEVROLET
2145 S. EASTWOOD DR
WOODSTOCK, IL 60098-4604

RELIABLE OFFICE SUPPLIES
8001 INNOVATION WAY
CHICAGO, IL 60682-0080

REMKE'S GARAGE
8122 S.GRANT HIGHWAY
MARENGO, IL 60152-9443

RIEKE SEPTIC SERVICE
PO BOX 188
DUNDEE, IL 60118-0188

ROCKFORD INDUSTRIAL WELDING
P.O.BOX 5404
ROCKFORD, IL 61125-0404

ROCKFORD RIGGING, INC.
5401 MAIN SAIL
ROSCOE, IL 61073-8669

ROLAND MACHINERY COMPANY
816 NORTH DIRKSEN PARKWAY
P.O. BOX 2879
SPRINGFIELD, IL 62708-2879

RP Services
C/o Attorney Charles T. Sewell
215 South State Street
Belvidere, IL 61008-3616

Resource Companies Inc/Resource Utility Supp
% Elizabeth Bates/Huck Bouma PC
1755 S Naperville Rd #200
Wheaton, IL 60189-5844

Robert J. Nelson
3750 E. Solon Road
Solon Mills, IL 60071-8001

SAFETY ALLIANCE, LTD.
223 HEATH CT
BARRINGTON, IL 60010-4822

SANITARY PLUMBING & HEATING CO
14703 HONEYSUCKLE LN
WOODSTOCK, IL 60098-9675

SCHULHOF COMPANY
4243 N. HONORE
CHICAGO, IL 60613-1080

SMITH ENGINEERING CONSULTING
4500 PRIME PARKWAY
MCHENRY, IL 60050-2136

SPRING LAKE SAND & GRAVEL
P.O.BOX 127
SPRING GROVE, IL 60081-0127

SPRINT
PO BOX 4181
CAROL STREAM, IL 60197-4181

STAN'S OFFICE MACHINES
1375 S. EASTWOOD DR
WOODSTOCK, IL 60098-4648

SUNSOURCE
NW 7809 PO BOX 1450
MINNEAPOLIS, MN 55485-7809

Spring Lake Sand & Gravel
% Donald C Stinespring & Assoc
5414 Hill Rd / PO Box 382
Richmond, IL 60071-0382

Stan's Office Technologies
1375 S. Eastwood Drive
PO Box 1249
Woodstock, IL 60098-1249

State of Wisconsin-Dept of Revenue
POB 8901
Madison WI 53708-8901

TEAMSTERS JOINT COUNCIL
TRAINING FUND
36990 N GREENBAY RD
WAUKEGAN, IL 60087-3406

THELEN SAND & GRAVEL
PO BOX 730
SPRING GROVE, IL 60081-0730

TONYAN BROS. INC
5101 ROUTE 31
PO BOX 70
RINGWOOD, IL 60072-0070

Tonyan Bros Inc
%Donald C Stinespring & Assoc
5414 Hill Road
PO Box 382
Richmond, IL 60071-0382

Tonyan Bros. Inc.
c/o Donald C. Stinespring & Assts.
5414 Hill Road/ Po Box 382
Richmond, IL 60071-0382

UNICARE HEALTH INSURANCE
PO BOX 0797
CAROL STREAM, IL 60132-0001

UNITED PARCEL SERVICE
LOCKBOX 577
CAROL STREAM, IL 60132-0001

UNITED STRUCTURAL SYSTEMS
CHICAGO INC
21988 PEPPER RD
BARRINGTON, IL 60010-2551

UNIVERSAL PIPE & SUPPLY,
P.O. BOX 2404
JOLIET, IL 60434-2404

United Fire & Casualty Co.
Cedar Rapids, IA

VALLEY AGGREGATES, LTD.
1100 BORDEN LANE
WOODSTOCK, IL 60098-2320

VALLEY BLOCK & SUPPLY CO./Northfield Block C
13N085 COOMBS RD
Elgin, IL 60124-7913

VERMEER MIDWEST/VERMEER, IL
2801 BEVERLY DR
AURORA, IL 60502-9763

VILLAGE OF CARPENTERSVILLE
1200 L.W. BESINGER DR
CARPENTERSVILLE, IL 60110-2097

VILLAGE OF OSWEGO
113 MAIN STREET
OSWEGO, IL 60543-8593

VISU SEWER CLEAN AND SEAL
W230 N4855 BETKER DR
PEWAUKEE WI 53072-1430

VULCAN MATERIALS COMPANY
75 REMITTANCE DR, STE 3
CHICAGO, IL 60675-3155

WATER PRODUCTS COMPANY
4379 PAYSPPHERE CIRCLE
CHICAGO, IL 60674-0043

WELCH BROS. INC.
1050 ST. CHARLES ST.
ELGIN, IL 60120-8441

WEST BEND MUTUAL INSURANCE
1900 South 18th Ave.
West Bend, WI 53095-9791

WEST SIDE EXCHANGE
DEPT 4570
PO BOX 87618
CHICAGO, IL 60680-0618

WILLIAM RUTH CO., INC.
13417 ERNESTI RD
HUNTLEY, IL 60142-9784

WISCONSIN DEPT. OR REVENUE
BOX 93931
MILWAUKEE, WI 53293-0931

WISCONSIN LABORERS FRINGE
BENEFIT FUNDS
BOX 684001
MILWAUKEE, WI 53268-4001

WOODSTOCK AUTO BODY INC.
1295 S EASTWOOD DR
WOODSTOCK, IL 60098-4672

WOODSTOCK FORD & MERCURY
1460 S. EASTWOOD DR
WOODSTOCK, IL 60098-4651

WOODSTOCK LUMBER CO., INC.
1101 LAKE AVENUE
WOODSTOCK, IL 60098-7413

Water Products Company of Aurora Inc
3255 East New York
Aurora, Illinois 60504-6604

Water Products Company of Aurora Inc.
% James P Chivilo
131 So Dearborn St 30th Flr
Chicago, IL 60603-5517

Welch Bros Inc
% Gary M Vanek
Schnell Bazos Freeman Kramer et al
1250 Larkin Ave Ste 100
Elgin, IL 60123-6078

Wendy E Morris
Freeborn & Peters LLP
311 So. Wacker Dr Ste 3000
Chicago, IL 60606-6679

West Bend Mutual Ins. Co.
8401 Greenway Blvd., Suite 1100
Middleton, WI 53562-4671

William R. Nellesen
901 Indian Point Rd.
Twin Lakes, WI 53181

ZIBELL WATER SERVICE PRODUCTS
2001 PRATT BLVD.
ELK GROVE VLG, IL 60007-5987

Beverly A Berneman
Querrey & Harrow, Ltd.
175 West Jackson Boulevard
Suite 1600
Chicago, IL 60604-2686

Devon J Eggert
Freeborn & Peters LLP
311 S. Wacker Dr., Ste. 3000
Chicago, IL 60606-6679

Eileen M Sethna
Querrey & Harrow
175 W. Jackson Blvd. Suite 1600
Chicago, IL 60604-2686

John Cruciani
c/o Blackwell Sanders LLP
4801 Main Street
Suite 1000
Kansas City, MO 64112-2551

Robert Nelson
c/o Franks, Gerkin & McKenna, P.C.
P.O. Box 5
Marengo, IL 60152-0005

Robert R Benjamin
Querrey & Harrow, Ltd.
175 West Jackson Boulevard
Suite 1600
Chicago, IL 60604-2686

William Neary
Office of the U.S. Trustee, Region 11
780 Regent Street
Suite 304
Madison, WI 53715-2635

c/o Receivable Mgmt Avaya Inc
P.O. Box 5126
Timonium, MD 21094-5126

(u)AJ Unlimited, LLC dba Carquest of Woodstoc

(u)Airgas North Central

(u)Ameriglass and Mirror

(u)Botts Welding & Truck

(u)Bryn Mawr of Crystal Lake LLC

(u)Central Boring, Inc.

(u)Cheers Holding, LLC

(u)E J Equipment, Inc.

(u)Fleming & Co PC

(u)Fox Valley Laborers Benefit Funds

(u)Freeborn & Peters LLP

(u)Graber Concrete Pipe Co

(u)Graber Engineering & Sales

(u)Harding Real Estate

(u)Kasper Trucking Inc

(u)Kimball Homes

(u)Laborers District Council

(u)Laborers Health and Welfare Fund of the He

(u)Local 150, I.U.O.E. Vacation Savings Plan

(u)McHenry Analytical

(u)Mid American Water

(u)Mid American Water of Wauconda, Inc.

(u)Midwest Operating Engineers Pension Fund

(u)Midwest Operating Engineers Welfare Fund

(u)Nafisco Inc

(u)Official Committee of Unsecured Creditors

(u)Operating Engineers Local 150 Apprenticesh

(u)Querrey & Harrow Ltd

(u)Roland Machinery Company

(u)Welch Bros., Inc.

(u)Ziebell Water Service Products, Inc.

(d)American Community Bank
1290 Lake Ave.
PO Box 1720
Woodstock, IL 60098-1720

(u)Contracts and work in progress

(d)Foxcroft Meadows, Inc.
5402 Edgewood Road
Crystal Lake, IL 60012-1318

(d)ITT FLYGT
8402 W. 183RD ST
TINLEY PARK, IL 60487-6201

(d)John Deere Construction & Forestry
PO Box 6600
Johnston, IA 50131-6600

(d)John Deere Credit
PO Box 6600
Johnston, IA 50131-6600

(d)LANDSCAPING & CONSTRUCTION
SOLUTIONS
2233 PALMER DR, SUITE B
SCHAUMBURG, IL 60173-3806

(d)LEE JENSEN SALES, INC.
101 W TERRA COTTA AVE
CRYSTAL LAKE, IL 60014-3507

(u)Laborers' Pension and Welfare Fund

(d)MID AMERICAN WATER AURORA
1500 EAST MOUNTAIN
AURORA, IL 60505-2441

(d)MOE Construction Industry Research and Ser
c/o Jennifer L. Dunitz-Geiringer
Baum Sigman Auerbach & Neuman, Ltd.
200 W. Adams Street, Suite 2200
Chicago, IL 60606-5231

(d)MORSE ELECTRIC INC.
500 W SOUTH ST
FREEPORT, IL 61032-6836

(u)OPERATING ENGINEERS LOCAL
APPRENTICESHIP FUND
0, 0

(u)Powers Auction and Equipment Sales

(d)RP SERVICES
P.O.BOX 1165
BELVIDERE, IL 61008-1165

(u)Gordon Stade

(u)William Ruth

End of Label Matrix
Mailable recipients 266
Bypassed recipients 48
Total 314